

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

FRONTIER AIRLINES, INC.

Case No.: 1:20-cv-09713-LLS

Plaintiff,

v.

AMCK AVIATION HOLDINGS IRELAND
LIMITED, ACCIPITER INVESTMENT 4
LIMITED, VERMILLION AVIATION
(TWO) LIMITED, WELLS FARGO TRUST
COMPANY, N.A., solely in its capacity as
OWNER TRUSTEE, and UMB BANK,
N.A., solely in its capacity as OWNER
TRUSTEE,

Defendants.

DECLARATION OF DAVID G. HOSENPUD

I, David G. Hosenpud, declare as follows:

1. I am counsel of record for Plaintiff Frontier Airlines, Inc in the above-captioned action and am knowledgeable about matters set forth herein.
2. Attached as **Exhibit 1** is a true and correct copy of excerpts from the Airbus Purchase Agreement dated September 30, 2011.
3. Attached as **Exhibit 2** is a true and correct copy of the Aircraft Sale and Leaseback (SLB) Agreement dated July 24, 2020, relating to aircraft MSN 9549. This SLB is similar in all material respects to the SLBs entered for all the aircraft at issue in this case.
4. Attached as **Exhibit 3** is a true and correct copy of text messages between AMCK representatives, dated March 20, 2020
5. Attached as **Exhibit 4** is a true and correct copy of the Amendment No. 8 to the Airbus Purchase Agreement, dated March 16, 2020.

6. Attached as **Exhibit 5** is a true and correct copy of the Amendment No. 9 to the Airbus Purchase Agreement, dated May 4, 2020.

7. Attached as **Exhibit 6** are true and correct copies of “chase” alerts AMCK sent to Frontier when it believed Frontier had a rent payment that was past due, dated July 1, 2019 to February 24, 2020.

8. Attached as **Exhibit 7** is a true and correct copy of the Framework Agreement that Frontier and AMCK executed, dated March 16, 2020.

9. Attached as **Exhibit 8** is a true and correct copy of an email from representatives of AMCK, dated March 12, 2020, attaching a document entitled 16.03.2020 – Weekly Report – Final_gc.

10. Attached as **Exhibit 9** is a true and correct copy of an email from representatives of Frontier to representatives of Airbus, dated April 2, 2020.

11. Attached as **Exhibit 10** is a true and correct copy of excerpts from the Lease Agreement, dated March 16, 2020, relating to aircraft MSN 10038.

12. Attached as **Exhibit 11** is a true and correct copy of the Trust Agreement, dated March 16, 2020, relating to aircraft MSN 10038.

13. Attached as **Exhibit 12** is a true and correct copy of the Guaranty, dated March 16, 2020, relating to aircraft MSN 10038.

14. Attached as **Exhibit 13** is a true and correct copy of a wire transfer receipt, dated March 13, 2020, relating to aircraft MSN 10038.

15. Attached as **Exhibit 14** is a true and correct copy of emails between AMCK representatives, dated March 16, 2020.

16. Attached as **Exhibit 15** is a true and correct copy of the concession request letter

that Frontier sent to AMCK, dated March 16, 2020.

17. Attached as **Exhibit 16** is a true and correct copy of emails between AMCK representatives, dated March 12, 2020.

18. Attached as **Exhibit 17** is a true and correct copy of emails between AMCK representatives, dated March 13, 2020.

19. Attached as **Exhibit 18** is a true and correct copy of emails between AMCK and Frontier representatives, dated March 22, 2020.

20. Attached as **Exhibit 19** is a true and correct copy of emails between AMCK representatives, dated April 7, 2020.

21. Attached as **Exhibit 20** is a true and correct copy of emails between AMCK representatives dated March 23, 2020, attaching a document titled Weekly Agenda.

22. Attached as **Exhibit 21** is a true and correct copy of emails between AMCK representatives, dated March 23, 2020, attaching a document titled Rent Deferral Update.msg.

23. Attached as **Exhibit 22** is a true and correct copy of emails between AMCK representatives, dated May 6, 2020.

24. Attached as **Exhibit 23** is a true and correct copy of emails between AMCK representatives, dated March 24, 2020.

25. Attached as **Exhibit 24** is a true and correct copy of text messages between AMCK representatives, dated March 23, 2020.

26. Attached as **Exhibit 25** is a true and correct copy of emails between AMCK representatives, dated March 24, 2020.

27. Attached as **Exhibit 26** is a true and correct copy of emails between AMCK representatives, dated March 24, 2020.

28. Attached as **Exhibit 27** is a true and correct copy of an email between AMCK representatives, dated May 8, 2020, attaching a document titled Monthly Report (Apr 2020) V2+ JOC.docx

29. Attached as **Exhibit 28** is a true and correct copy of an email from Paul Sheridan to Jane O'Callaghan, dated March 23, 2020.

30. Attached as **Exhibit 29** is a true and correct copy of emails between AMCK representatives, dated April 2, 2020.

31. Attached as **Exhibit 30** is a true and correct copy of emails between AMCK representatives, dated April 1, 2020.

32. Attached as **Exhibit 31** is a true and correct copy of text messages between Frontier and AMCK representatives, dated March 14, 2020 through April 30, 2020.

33. Attached as **Exhibit 32** is a true and correct copy of emails between AMCK representatives, dated April 6, 2020.

34. Attached as **Exhibit 33** is a true and correct copy of emails between AMCK representatives, dated April 9, 2020.

35. Attached as **Exhibit 34** is a true and correct copy of text messages between Frontier representatives, dated April 7, 2020.

36. Attached as **Exhibit 35** is a true and correct copy of emails between AMCK representatives, dated April 13, 2020.

37. Attached as **Exhibit 36** is a true and correct copy of emails from AMCK to Frontier, dated April 7, 2020 and April 30, 2020, attaching invoices for MSN 10038.

38. Attached as **Exhibit 37** is a true and correct copy of the minutes of an AMCK board meeting held on April 22, 2020.

39. Attached as **Exhibit 38** is a true and correct copy of emails between AMCK representatives, dated April 27, 2020, attaching a document titled 2020-04-27 Payments Due Report Combined.

40. Attached as **Exhibit 39** is a true and correct copy of emails between AMCK representatives, dated May 1, 2020, attaching a document titled Monthly Report as of 30 Apr 2020 v.2. xlsx.

41. Attached as **Exhibit 40** is a true and correct copy of emails between AMCK representatives, dated May 5, 2020, attaching a document titled 05.05.2020 – Weekly Report – Final CM.docx.

42. Attached as **Exhibit 41** is a true and correct copy of emails between AMCK representatives, dated April 27, 2020.

43. Attached as **Exhibit 42** is a true and correct copy of emails between AMCK representatives, dated April 22, 2020.

44. Attached as **Exhibit 43** is a true and correct copy of emails between AMCK and Frontier representatives, dated April 27, 2020.

45. Attached as **Exhibit 44** is a true and correct copy of emails between AMCK representatives, dated April 30, 2020.

46. Attached as **Exhibit 45** is a true and correct copy of emails between AMCK and Frontier representatives, dated April 30, 2020.

47. Attached as **Exhibit 46** is a true and correct copy of text messages between AMCK representatives, dated March 24, 2020 through May 8, 2020.

48. Attached as **Exhibit 47** is a true and correct copy of emails between AMCK representatives, dated April 30, 2020.

49. Attached as **Exhibit 48** is a true and correct copy of emails between AMCK and Frontier representatives, dated May 8, 2020.

50. Attached as **Exhibit 49** is a true and correct copy of text messages between Frontier representatives, dated May 1, 2020.

51. Attached as **Exhibit 50** is a true and correct copy of minutes of the AMCK Board meeting held on May 8, 2020.

52. Attached as **Exhibit 51** is a true and correct copy of an email from Paul Sheridan, AMCK, to representatives of Frontier, dated May 8, 2020, attaching a document titled 20200508.

53. Attached as **Exhibit 52** is a true and correct copy of a letter from Frontier to AMCK, dated May 9, 2020.

54. Attached as **Exhibit 53** is a true and correct copy of a letter from AMCK to Frontier, dated May 12, 2020.

55. Attached as **Exhibit 54** is a true and correct copy of a letter from Frontier to AMCK, dated May 13, 2020.

56. Attached as **Exhibit 55** is a true and correct copy of emails between Frontier representatives dated May 13, 2020.

57. Attached as **Exhibit 56** is a true and correct copy of an email from AMCK to Frontier representatives, dated June 29, 2020, attaching a document titled 19RD003118.

58. Attached as **Exhibit 57** is a true and correct copy of emails between AMCK representatives, dated April 3, 2020.

59. Attached as **Exhibit 58** is a true and correct copy of emails between AMCK and Frontier representatives, dated June 23, 2020.

60. Attached as **Exhibit 59** is a true and correct copy of a letter from CDB Aviation to

Frontier, dated June 29, 2020.

61. Attached as **Exhibit 60** is a true and correct copy of a letter from Jackson Square Aviation to Frontier, dated October 7, 2020.

62. Attached as **Exhibit 61** is a true and correct copy of an email from Sharath Bindu to Spencer Thwaytes, dated October 7, 2020, attaching a document titled AMCK Comparison_10_07_20.xlsx.

63. Attached as **Exhibit 62** is a true and correct copy of a Supplemental Statement by Dr. Kevin Neels on behalf of Frontier Airlines, Inc. dated October 28, 2022.

64. Attached as **Exhibit 63** is a true and correct copy of emails between representatives of Frontier and Airbus, dated April 21, 2020.

65. Attached as **Exhibit 64** is a true and correct copy of emails between representatives of Frontier and Airbus, dated April 24, 2020, attaching a document titled FFT_AMD9 (Rescheduling)_Draft v1.docx.

66. Attached as **Exhibit 65** is a true and correct copy of emails between representatives of Frontier and Airbus, dated April 30, 2020.

67. Attached as **Exhibit 66** is a true and correct copy of emails between representatives of Frontier and Airbus, dated May 4, 2020.

68. Attached as **Exhibit 67** is a true and correct copy of emails between AMCK representatives, dated April 29, 2020.

69. Attached as **Exhibit 68** is a true and correct copy of excerpts from the March 15, 2022 deposition of Fabian Bachrach taken in connection with this case. For the court's convenience the deposition excerpts cited in Plaintiff's Response to Defendants' Statement of Material Facts or in Plaintiff's Memorandum of Law in Opposition to Defendants' Motion for

Summary Judgment have been highlighted in green.

70. Attached as **Exhibit 69** is a true and correct copy of excerpts from the April 1, 2022 deposition of Sharath Sashikumar Bindu taken in connection with this case.

71. Attached as **Exhibit 70** is a true and correct copy of excerpts from the April 6, 2022 deposition of James Dempsey taken in connection with this case.

72. Attached as **Exhibit 71** is a true and correct copy of excerpts from the April 4, 2022 deposition of Robert Fanning taken in connection with this case.

73. Attached as **Exhibit 72** is a true and correct copy of excerpts from the April 29, 2022 deposition of Francis Lee taken in connection with this case.

74. Attached as **Exhibit 73** is a true and correct copy of excerpts from the April 27, 2022 deposition of Gerald Ma taken in connection with this case.

75. Attached as **Exhibit 74** is a true and correct copy of excerpts from the March 11, 2022 deposition of Michael McInerney taken in connection with this case.

76. Attached as **Exhibit 75** is a true and correct copy of excerpts from the March 21, 2022 deposition of Ronan Murphy taken in connection with this case.

77. Attached as **Exhibit 76** is a true and correct copy of excerpts from the October 25, 2022 deposition of Kevin Neels taken in connection with this case.

78. Attached as **Exhibit 77** is a true and correct copy of excerpts from the March 23, 2022 deposition of Jane O'Callaghan taken in connection with this case.

79. Attached as **Exhibit 78** is a true and correct copy of excerpts from the March 25, 2022 deposition of Paul Sheridan taken in connection with this case.

80. Attached as **Exhibit 79** is a true and correct copy of excerpts from the March 30, 2022 deposition of Spencer Thwaytes taken in connection with this case.

81. Attached as **Exhibit 80** is a true and correct copy of Plaintiff Frontier Airline's Response to Defendants' First Request for Admissions, dated April 29, 2022.

82. Attached as **Exhibit 81** is a true and correct copy of the expert Report of Dr. Kevin Neels on behalf of Frontier, Inc., dated September 9, 2022.

83. Attached as **Exhibit 82** is a true and correct copy of AMCK's organizational chart as of January 27, 2020, produced by AMCK in connection with this litigation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: December 9, 2022

s/David G. Hosenpud
David G. Hosenpud